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OMAHA OFFICE Suite 525 10250 Regency Circle Omaha, Nebraska 68114-3754 Telephone 402-898-7400 Fax 402-898-7401

March 4, 2013

#### Via Overnight Delivery

Federal Communications Commission c/o US Bank Government Lockbox 979091 SL-MO-C2-GL 1005 Convention Plaza St Louis, Missouri 63101

Re: In the Matter of UniTek, Inc., MBOTek, Inc., UniTel, Inc. and UniCap, Inc.

for the Transfer of Control of UniTel, Inc. and UniCap, Inc.,

Application for Authorization Pursuant to Section 214 of the Communications Act of 1934, as Amended, for Transfer of Control

#### Ladies and Gentlemen:

Enclosed for filing in a sealed envelope is an original and four copies of the above-captioned application, along with the required filing fee.

In addition to the required copies included for this filing, please acknowledge receipt on the duplicate "stamp and return" document attached for this purpose.

Please direct any inquiries concerning this mater to the undersigned.

Sincerely,

Thomas J. Moorman

Counsel to

UniTek, Inc., MBOTek, Inc., UniTel, Inc. and UniCap, Inc.

Enclosures

#### BEFORE THE FEDERAL COMMUNICATIONS COMMISSION WASHINGTON, DC 20554

In the Matter of	)
UniTek, Inc., MBOTek, Inc., UniTel, Inc. and	)
UniCap, Inc. for the Transfer of Control of	) WC Docket No. 13
UniTel, Inc. and UniCap, Inc.	)
	)
Application for Authorization Pursuant to Section 214	)
of the Communications Act of 1934, as Amended, for	)
Transfer of Control	)

#### APPLICATION FOR TRANSFER OF CONTROL

UniTek, Inc. ("UniTek"), MBOTek, Inc. ("MBO"), UniTel, Inc. ("UniTel") and UniCap, Inc. ("UniCap") (collectively the "Applicants"), hereby submit this Application for authorization to transfer the control of UniTel and UniCap through the merger of its existing parent, UniTek, with MBO, as further explained herein. For the reasons stated herein, Applicants respectfully submit that this Application is subject to the Commission's "streamlined" processing rules found in Section 63.03(b) and thus prompt approval can be accomplished in a manner that raises no competitive concerns that should delay Commission approval of the transaction.

#### **SECTION 63.04(a) INFORMATION**

Pursuant to Section 63.04(a) of the Commission's rules, the Applicants provide the following information in support of this requested transfer of control:

#### (1) Applicants' Name, Address and Telephone Number

UniTek

Mr. Lawrence J. Sterrs Chairman UniTek, Inc. P.O. 835 Unity, ME 04988

Telephone:

207-948-9988

Facsimile:

207-948-8850

#### **MBO**

Ms. Laurie Osgood President/CEO MBOTek, Inc. P.O. Box 835 Unity, ME 04988

Telephone:

207-948-9952 Facsimile: 207-948-8850

#### State of Organization **(2)**

UniTek and MBO are Maine corporations.

#### **(3) Contact Information**

All correspondence, notices and inquiries regarding this Application should be addressed

to:

#### Transferor:

#### UniTek

Mr. Lawrence J. Sterrs Chairman UniTek, Inc. P.O. 835 Unity, ME 04988

Telephone: 207-948-9988 Facsimile: 207-948-8850

#### Transferee:

#### **MBO**

Ms. Laurie Osgood President/CEO MBOTek, Inc. P.O. Box 835 Unity, ME 04988

Telephone:

207-948-9952 Facsimile: 207-948-8850

Copies of all correspondence, notices, and inquiries should also be addressed to:

Thomas J. Moorman Woods & Aitken LLP 2154 Wisconsin Avenue, NW, Suite 200

Washington, DC 20007

Telephone:

(202) 944-9502

Facsimile:

(202) 944-9501

#### (4) Ten percent (10%) Equity Shareholders:

#### A. Transferor: UniTek

UniTek is the 100% shareholder of UniTel and UniCap. UniTek, in turn, is 90% owned by UniTek Holdings, Inc. ("UHI"). UHI, a Maine Corporation, is an intermediate holding company. The sole 10% or greater shareholder of UHI is as follows:

Corporation

Shareholders

UHI

100% Common Stock Unity Foundation (a 501(c)(3) charitable

foundation)

The officer of the Unity Foundation is Lawrence J. Sterrs (Chief Executive Officer). Mr. Sterrs is a US citizen and has a business address of P.O. Box 835, Unity, Maine 04988-0815.

#### B. Transferee -- MBO

MBO is wholly owned by Laurie Osgood. MBO was created under the direction of Ms. Osgood for purposes of the transaction described above. MBO is not affiliated with any telecommunications carriers. Ms. Osgood is a citizen of the United States. Ms. Osgood is a senior executive of UniTel and UniTek. Likewise, Ms. Osgood does not have any ownership in any telecommunications carrier that would rise to the level of triggering the 10% affiliation standard.

#### (5) Certification Pursuant to Rules 1.2001-1.2003

Applicants hereby certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of their knowledge, information, and belief, no party to the Application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

#### (6) Description of the Transaction

Pursuant to an Agreement and Plan of Merger among UniTek, UHI and MBO (the "Merger Agreement"), which is subject to the approval of the boards of directors of UniTek, UHI/UF, and MBO, UHI and MBO will be merged with and into UniTek, with UniTek as the surviving entity (the "Merger"). Upon consummation of the Merger, the common stock of MBO will be converted into common stock of UniTek. Accordingly, upon consummation of the Merger, Ms. Osgood will own all of the common stock of UniTek, and UniTek will continue to be the sole owner of UniTel and UniCap.

#### (7) Geographic Description

UniTel is an incumbent local exchange carrier ("ILEC") providing local exchange and exchange access service to subscribers in and around the town of Albion in discrete portions of Kennebec County, Maine; subscribers in and around the town of Newburgh in discrete portions of Penobscot County, Maine; and subscribers in and around the towns of Unity and Thorndike in discrete portions of Waldo, Maine. These three counties – Kennbec, Penobscot and Waldo – are located in central Maine. UniTel operates four exchanges, one exchange each in the four towns noted and operates approximately 3680 access lines. UniTel does not offer interexchange long distance services. UniTel is not affiliated with any other ILEC or other local exchange carrier.

UniCap is a reseller of interexchange long distance services. UniCap provides these services in an around the service area of UniTel.

<sup>&</sup>lt;sup>1</sup> In a manner consistent with the requirements of 47 C.F.R. §63.24(e)(4) related to international transfers of control, the Applicants, through UniTel and UniCap, will be notifying the Commission that the proposed transaction has, in fact, been consummated.

#### (8) Streamlined Treatment

The Application is entitled to a presumption of the applicability of the streamlined procedures pursuant to Section 63.03(b)(1)(ii) because MBO is not a telecommunications provider but was created by Ms. Osgood for purposes of this transaction. Moreover, Applicants submit that the same conclusion regarding the applicability of streamlined processing to this application can be reached by applying Section 63.03(b)(2)(iii) since the UniTel serves less than 2% of the nation's subscriber lines estimated recently to be 106,866,000 retail switched access lines as reported in Figure 4 by the FCC in its "Local Telephone Competition: Status as of December 31, 2011" released in January of this year and UniCap provides its interstate interexchange service within a limited geographic area in rural Maine. And, since there are no affiliated operations of other ILECs or other telecommunications carriers involved in this Application, there are no overlapping service or adjacent service areas applicable to the instant transaction nor do the Applicants or any of the affiliates of them provide any competitive telephone exchange service or competitive exchange access service.

#### (9) Other Related Applications Before the Commission

The Applicants will be filing a transfer of control application for the International Section 214 authorization held by UniCap and have filed a transfer of control application for private radio licenses held by UniCap.

# (10) Statement of Imminent Business Failure Not applicable.

## (11) Separately Filed Waiver Requests

None.

#### (12) Public Interest Statement

Prompt grant of this Application will allow the planned corporation merger, and the continued operation of UniTel and UniCap to proceed under the new ownership and guidance of Ms. Osgood as the ultimate owner of UniTek once the transaction is consummated. The existing commitment to provide high quality rural telecommunications services demonstrated by the operations of UniTel and UniCap will continue based on the demonstrated executive tenure of Ms. Osgood as the current President of both entities. Applicants respectfully submit that this result can be accomplished in a manner that raises no competitive concerns that should delay Commission approval of the transaction. Upon consummation of the transaction, high quality, modern local exchange, exchange access, broadband and interexchange services will continue to be provided to rural customers served by UniTel and by UniCap. Accordingly, the Applicants respectfully submit that the public interest would be served by a grant of this Application.

#### CONCLUSION

For the foregoing reasons, Applicants respectfully request that the Commission promptly grant this Application.

Respectfully Submitted,

UniTek, Inc. MBOTek, Inc. UniTel, Inc. UniCap, Inc.

By:

Thomas J. Moorman Woods & Aitken LLP

2154 Wisconsin Avenue, NW, Suite 200

Washington, DC 20007 202/944-9500 (Tel) 202/944-9501 (Fax)

Their Attorney

Date: March 4, 2013

### **DECLARATION**

I, Lawrence J. Sterrs, Chairman of UniTek, Inc. ("UniTek"), do hereby declare under penalties of perjury that I have read the foregoing "Application of Assignment and Transfer of Control," and the information contained therein regarding UniTek and its affiliates is true and accurate to the best of my knowledge, information, and belief.

Lawrence J. Sterrs

Chairman

Date: 3,4./3

#### **DECLARATION**

Date: 3. 4. /3

I, Laurie Osgood, President/CEO of MBOTek, Inc. ("MBOTek"), do hereby declare under penalties of perjury that I have read the foregoing "Application of Assignment and Transfer of Control," and the information contained therein regarding MBOTek is true and accurate to the best of my knowledge, information, and belief.

Laurie Osgood President/CEO

#### **CERTIFICATE OF SERVICE**

I, Thomas J. Moorman, of Woods & Aitken LLP, 2154 Wisconsin Avenue, N.W., Suite 200, Washington, DC 20007, do hereby certify that on this 4<sup>th</sup> day of March, 2013, the foregoing "Application for Transfer of Control" was mailed, first class postage prepaid, to the following:

Thomas J. Moorman

The Honorable Paul R. LePage Governor, State of Maine Office of the Governor #1 State House Station Augusta, ME 04333-0001

US Department of Defense Assistant Secretary for Network Information and Integration (NII) 6000 Defense Pentagon Washington, DC 20301-6000

Department of State EB/CIP/SCA Room 4826 2201 C Street, N.W. Washington, DC 20520

- \* Tracey Wilson-Parker
  Wireline Competition Bureau
  Federal Communications Commission
  445 12<sup>th</sup> Street, S.W.
  Washington, D.C. 20554
- \* Jodie May
  Wireline Competition Bureau
  Federal Communications Commission
  445 12<sup>th</sup> Street, S.W.
  Washington, D.C. 20554

<sup>\*</sup> via email

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